

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

LORDSTOWN MOTORS CORP., *et al.*,Debtors.<sup>1</sup>

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Obj Deadline: April 25, 2024 at 4:00 p.m. (ET)

Hearing Date: *Only if objections are filed*

**SUMMARY COVER SHEET FOR SEVENTH MONTHLY FEE APPLICATION OF  
BAKER & HOSTETLER LLP, AS SPECIAL LITIGATION AND CORPORATE  
COUNSEL FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF  
JANUARY 1, 2024 THROUGH JANUARY 31, 2024**

Name of Applicant	Baker & Hostetler LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	August 18, 2023, <i>nunc pro tunc to June 27, 2023</i>
Period for Which Compensation and reimbursement are Requested:	January 1, 2024 – January 31, 2024
Total Amount of Compensation (100%):	\$158,128.20 <sup>2</sup>
Amount of Compensation Requested (80%):	\$126,502.56
Amount of Compensation Held Back (20%):	\$31,625.64
Amount of Expense Reimbursement Requested:	\$28.18
Aggregate Amount to be Paid Under Interim Compensation Order upon filing certificate of no objection regarding Application after expiration of Objection Deadline:	\$126,530.74

This is a monthly fee application.

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>2</sup> Baker & Hostetler has reduced the amount requested by \$17,569.80 as a result of courtesy discounts that have been applied consistent with past practices.

**SUMMARY OF BILLING BY PROFESSIONAL  
JANUARY 1, 2024 THROUGH JANUARY 31, 2024**

<b>Name of Professional</b>	<b>Date of Bar Admission</b>	<b>Position with the Applicant</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Susan L. Atkinson		Paralegal	285.00	2.7	769.50
Michael W. Gunther	11/13/2023	Associate	380.00	8.7	3,306.00
Suzanne K. Hanselman	11/18/1991	Partner	855.00	1.8	1,539.00
Amy E. Kellogg	11/12/1986	Partner	850.00	2.1	1,785.00
Melissa A. Leonard	05/15/1995	Partner	650.00	64.0	41,600.00
Robert L. McEvoy	11/13/2018	Associate	500.00	6.9	3,450.00
Brian M. Murray	11/08/1999	Partner	730.00	2.0	1,460.00
Jennifer R. Rodriguez	09/08/2014	Associate	985.00	2.4	2,364.00
Douglas L. Shively	01/11/2016	Partner	615.00	.6	369.00
Janet A. Spreen	05/16/2005	Partner	825.00	113.1	93,307.50
Brittany E. Stevenson	12/14/2020	Associate	445.00	54.0	24,030.00
Sarah M. Szalay		Paralegal	300.00	2.3	690.00
Carrie A. Valdez	11/16/2015	Associate	560.00	.3	168.00
Michael A. VanNiel	11/13/2001	Partner	860.00	1.0	860.00
<b>TOTAL INCURRED</b>				<b>261.9</b>	<b>175,698.00</b>
<b>LESS DISCOUNTS</b>					<b>-17,569.80</b>
<b>TOTAL AMOUNT</b>				<b>261.9</b>	<b>158,128.20</b>
				<b>Blended Rate:</b>	<b>603.77</b>

**COMPENSATION BY PROJECT CATEGORY**  
**JANUARY 1, 2024 THROUGH JANUARY 31, 2024**

<b>Task Code</b>	<b>Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
B100	Administration	4.5	2,308.50
B110	Case Administration	15.0	9,582.00
B160	Fee – Employment Applications	2.5	1,310.00
B200	Operations	28.5	18,525.00
B250	Real Estate	9.0	5,235.00
B260	Board of Director Matters	15.3	9,945.00
B460	Securities Matters	187.1	128,792.50
	<b>Totals</b>	<b>261.9</b>	<b>175,698.00</b>
	<b>Less Discounts</b>		<b>-17,569.80</b>
	<b>Totals</b>	<b>261.9</b>	<b>158,128.20</b>

**EXPENSE SUMMARY**  
**JANUARY 1, 2024 THROUGH JANUARY 31, 2024**

<b>Expense Category</b>	<b>Amount</b>
Delivery Services	28.18
<b>Total:</b>	<b>28.18</b>

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Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Obj Deadline: April 25, 2024 at 4:00 p.m. (ET)

Hearing Date: *Only if objections are filed*

**NOTICE OF SEVENTH MONTHLY FEE APPLICATION OF BAKER & HOSTETLER  
LLP, AS SPECIAL LITIGATION AND CORPORATE COUNSEL FOR THE DEBTORS,  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF JANUARY 1, 2024 THROUGH JANUARY 31, 2024**

**PLEASE TAKE NOTICE** that Baker & Hostetler LLP (“**B&H**”) has filed the attached *Seventh Monthly Fee Application of Baker & Hostetler LLP for Allowance of Compensation and Reimbursement of Expenses as Special Litigation and Corporate Counsel for the Debtors for the Period from January 1, 2024 through January 31, 2024* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, DE 19801 (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** objections, if any, to the Application must be made in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members*, entered July 25, 2023 [D.I. 181] (the “**Interim Compensation Order**”) and must be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, DE 19801, and be served upon and received by (a) counsel to the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), (i) White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, FL 33131 (Attn: Thomas E. Lauria (tlauria@whitebase.com), Matthew C. Brown (mbrown@whitecase.com), and Fan B. He (fhe@whitecase.com)); (ii) White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020 (Attn: David M. Turetsky (david.turetsky@whitecase.com)); (iii) White & Case LLP, 111 South Wacker Drive, Suite 5100, Chicago, IL 60606 (Attn: Jason N. Zakia (jzakia@whitecase.com)); and (iv) White & Case LLP, 555 South Flower Street, Suite 2700, Los Angeles, CA 90071 (Attn: Roberto Kampfner (rkampfner@whitecase.com)); (b) counsel to the Debtors, Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, DE 19801 (Attn: Donald J. Detweiler (don.detweiler@wbd-us.com) and Morgan L. Patterson (morgan.patterson@wbd-us.com)); (c) counsel to the Official Committee of Unsecured Creditors, (i) Troutman Pepper Hamilton Sanders LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, DE 19801 (Attn: David M.

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address 27000 Hills Tech Ct., Farmington Hills, MI 48331.

Fournier (david.fournier@troutman.com), Marcy J. McLaughlin Smith (marcy.smith@troutman.com), and Tori L. Remington (tori.remington@troutman.com)); (ii) Troutman Pepper Hamilton Sanders LLP, 3000 Tow Logan Square, 18<sup>th</sup> & Arch Streets, Philadelphia, PA 19103-2799 (Attn: Francis J. Lawall (francis.lawall@troutman.com)); (iii) Troutman Pepper Hamilton Sanders LLP, 875 Third Avenue, New York, NY 10022 (Attn: Deborah Kovsky-Apap (deborah.kovsky@troutman.com)); and (iv) Troutman Pepper Hamilton Sanders LLP, 4000 Town Center, Suite 1800, Southfield, MI 48075 (Attn: Sean P. McNally (sean.mcnally@troutman.com)); (d) proposed counsel to the Official Committee of Equity Security Holders, Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801 (Attn: Eric J. Monzo, Brya M. Keilson); (e) proposed counsel to the Official Committee of Equity Security Holders, (i) Brown Rudnick LLP, 7 Times Square, New York, NY 10036 (Attn: Robert J. Stark (rstark@brownrudnick.com) and Bennet S. Silverberg (bsilverberg@brownrudnick.com)), and (ii) Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Matthew A. Sawyer (msawyer@brownrudnick.com)); (f) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801 (Attn: Benjamin A. Hackman (Benjamin.A.Hackman@sdoj.gov)); (g) the Applicant, Baker & Hostetler LLP, Key Tower, 127 Public Square, Suite 2000, Cleveland, OH 44114 (Attn: Michael A. VanNiel (mvanniel@bakerlaw.com)) by no later than **4:00 p.m. (prevailing Eastern Time) on April 25, 2024 (the “Objection Deadline”)**.

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Interim Compensation Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, if no objection to the Application is timely filed, served and received by the Objection Deadline, B&H may be paid an amount equal to the lesser of (i) 80 percent (80%) of the fees and 100 percent (100%) of the expenses requested in the Application or (ii) 80 percent (80%) of the fees and 100 percent (100%) of the expenses not subject to an objection without the need for further order of the Bankruptcy Court.

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Dated: April 5, 2024

**BAKER & HOSTETLER LLP**

/s Michael A. VanNiel

Michael A. VanNiel  
Key Tower  
127 Public Square, Suite 2000  
Cleveland, Ohio 44114  
Telephone: (216) 621-0200  
Facsimile: (216) 696-0740  
mvanniel@bakerlaw.com

*Special Litigation and Corporate Counsel for  
the Debtors*

**BAKER & HOSTETLER LLP**

/s Jeffrey J. Lyons

Jeffrey J. Lyons (#6437)  
1201 N. Market Street, Suite 1407  
Wilmington, DE 19801  
Telephone: (302) 468-7088  
jjlyons@bakerlaw.com

*Special Litigation and Corporate Counsel for  
the Debtors*

**IN THE UNITED STATES BANKRUPTCY COURT  
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Debtors.<sup>1</sup>

Chapter 11

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**SEVENTH MONTHLY FEE APPLICATION OF BAKER & HOSTETLER LLP, AS SPECIAL  
LITIGATION AND CORPORATE COUNSEL FOR THE DEBTORS, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF JANUARY 1, 2024 THROUGH JANUARY 31, 2024**

Baker & Hostetler LLP (“**B&H**”), special litigation and corporate counsel for the Debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, hereby submits its *Seventh Monthly Fee Application of Baker & Hostetler LLP, as Special Litigation and Corporate Counsel for the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Period January 1, 2024 through January 31, 2024* (the “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members*, entered July 25, 2023 [D.I. 181] (the “**Interim Compensation Order**”), for (i) allowance of compensation for professional legal

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address 27000 Hills Tech Ct., Farmington Hills, MI 48331.



services rendered and reimbursement of actual and necessary expenses incurred for the period from January 1, 2024 through January 31, 2024 (the “**Application Period**”), and respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).

2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

3. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code. Such relief is also warranted under Bankruptcy Rule 2016(a), Local Rule 2016-2, and the Interim Compensation Order.

### **BACKGROUND**

#### **A. The Chapter 11 Cases**

4. On June 27, 2023, (the “**Petition Date**”), the Debtors commenced the above-captioned bankruptcy cases (the “**Chapter 11 Cases**”) by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

5. The Debtors have continued in the possession of their property and have continued to operate and manage its businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On July 11, 2023, the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed the official committee of unsecured creditors for these Chapter 11 Cases. No trustee or examiner has been appointed in these Chapter 11 Cases.

#### **B. The Retention of Baker & Hostetler**

7. The Court has authorized the Debtors to retain and employ B&H as their special litigation and corporate counsel, effective as of the Petition Date, pursuant to the *Order Authorizing the Retention and Employment of Baker & Hostetler LP as Special Litigation and Corporate Counsel for the Debtors Effective Nunc Pro Tunc to the Petition Date*, entered August 18, 2023 [D.I. 265] (the “**Retention Order**”).

**C. The Interim Compensation Order**

8. On July 25, 2023, the Court entered the Interim Compensation Order which sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases. Specifically, the Interim Compensation Order provides that each Professional (as defined in the Interim Compensation Order) seeking interim compensation may file an application (a “**Monthly Fee Application**”) for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month and serve a copy of such Monthly Fee Application on the Notice Parties (as defined in the Interim Compensation Order). Then, each Notice Party will have until 4:00 p.m. (prevailing Eastern Time) on the twentieth (20<sup>th</sup>) day after service of a Monthly Fee Application to object thereto (the “**Objection Deadline**”). Upon expiration of the Objection Deadline, the Professional may file a certificate of no objection consistent with Local Rule 9013-1(j) with the Court after which the Debtors are authorized to pay each Professional an amount equal to the lesser of: (i) 80 percent (80%) of the fees and 100 percent (100%) of the expenses requested in the Application or (ii) 80 percent (80%) of the fees and 100 percent (100%) of the expenses not subject to an objection.

**RELIEF REQUESTED**

9. Pursuant to the Interim Compensation Order and section 331 of the Bankruptcy Code, B&H makes this Application for allowance of compensation in the amount of \$158,128.20,

less a 20% holdback (in the amount \$31,625.64), for a total of \$126,502.56, for professional services rendered. This amount is derived solely from the applicable hourly billing rates of B&H's attorneys and paraprofessionals who rendered such services to the Debtors. In addition, B&H seeks reimbursement of expenses incurred during the Application Period in the amount of \$28.18.

**A. Compensation Requested**

10. Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by B&H with respect to the Chapter 11 Cases during the Application Period. This detailed itemization complies with Local Rule 2016-2(d) in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

11. The attorneys and paraprofessionals who rendered services related to each category are identified in Exhibit A, along with the number of hours for each individual and the total compensation sought for each category. All services for which B&H requests compensation were performed for or on behalf of the Debtors.

**B. Expense Reimbursement**

12. B&H incurred out-of-pocket expenses during the Application Period in the amount of \$28.18. Attached hereto as Exhibit A is a description of the expenses actually incurred by B&H in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, which may include, among other things, the following charges: photocopying, postage, telephonic appearances, messenger service, transcripts, computerized legal research, and filing fees.

13. In accordance with section 330 of the Bankruptcy Code, B&H seeks reimbursement only for the actual cost of such expenses to B&H. B&H submits that the expenses incurred were customary and necessary.

#### **VALUATION OF SERVICES**

14. Attorneys and paraprofessionals of B&H have expended a total of 261.9 hours in connection with this matter during the Application Period.

15. The amount of time spent by each of the professionals providing services to the Debtors for the Application Period is set forth in Exhibit A. The rates are B&H's normal hourly rates of compensation for work of this nature. The reasonable value of the services rendered by B&H for the Application Period as counsel for the Debtors in the Chapter 11 Cases is \$158,128.20.

16. B&H believes that the time entries and the expense breakdown, included in Exhibit A attached hereto, are in compliance with the requirements of Local Rule 2016-2.

17. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

#### **CERTIFICATE OF COMPLIANCE AND WAIVER**

18. The undersigned representative of B&H certifies that he has reviewed the requirements of Local Rule 2016-2 and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, B&H believes that such deviations are not material and respectfully requests that any such requirements be waived.

**NOTICE**

19. Pursuant to the Interim Compensation Order, this Application is being served on: (a) the Debtors, (b) counsel to the Debtors, (c) the U.S. Trustee, and (d) all parties that have requested notice pursuant to Local Rule 2002-1. B&H submits that no other or further notice need be provided.

**WHEREFORE**, Baker & Hostetler LLP respectfully requests the Court enter an order: (i) granting the Application and authorizing (a) allowance of compensation in the amount of \$126,502.56 (80% of \$158,128.20) for professional services rendered, and (b) reimbursement of actual and necessary costs in the amount of \$28.18 incurred, during the Application Period; (ii) directing the payment by the Debtors of the foregoing amounts; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: April 5, 2024

BAKER & HOSTETLER LLP

/s/ Michael A. VanNiel  
Michael A. VanNiel (0073948)  
Key Tower  
127 Public Square, Suite 2000  
Cleveland, Ohio 44114  
Telephone: (216) 621-0200  
Facsimile: (216) 696-0740  
mvanniel@bakerlaw.com

*Special Litigation and Corporate Counsel  
to the Debtors*

**IN THE UNITED STATES BANKRUPTCY COURT  
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In re

LORDSTOWN MOTORS CORP., *et al.*,

Debtors.<sup>5</sup>

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**CERTIFICATE OF SERVICE**

I hereby certify that on April 5, 2024, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the:

**SEVENTH MONTHLY FEE APPLICATION OF BAKER & HOSTETLER LLP,  
SPECIAL LITIGATION AND CORPORATE COUNSEL TO THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF JANUARY 1, 2024 THROUGH JANUARY 31, 2024**

upon the parties that are registered to receive notice via the Court's CM/ECF notification system, and additional service was completed by U.S. mail on the parties indicated below.

White & Case LLP  
Attn: Thomas E. Lauria,  
Matthew C. Brown & Fan B. He  
200 South Biscayne Boulevard, Suite 4900  
Miami, FL 33131

White & Case LLP  
Attn: David M. Turetsky  
1221 Avenue of the Americas  
New York, NY 10020

White & Case LLP  
Attn: Jason N. Zakia  
111 South Wacker Drive, Suite 5100  
Chicago, IL 60606

White & Case LLP  
Attn: Roberto Kampfner  
555 South Flower Street, Suite 2700  
Los Angeles, CA 90071

Womble Bond Dickinson (US) LLP  
Attn: Donald J. Detweiler  
Morgan L. Patterson  
1313 North Market Street, Suite 1200,  
Wilmington, DE 19801

Troutman Pepper Hamilton Sanders LLP  
Attn: David M. Fournier, Marcy J. McLaughlin  
Smith and Tori L. Remington  
Hercules Plaza, Suite 5100  
1313 N. Market Street  
Wilmington, DE 19801

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Troutman Pepper Hamilton Sanders LLP  
Attn: Francis J. Lawall  
3000 Tow Logan Square  
18<sup>th</sup> & Arch Streets  
Philadelphia, PA 19103-2799

Troutman Pepper Hamilton Sanders LLP  
Attn: Deborah Kovsky-Apap  
875 Third Avenue  
New York, NY 10022

Troutman Pepper Hamilton Sanders LLP  
Attn: Sean P. McNally  
4000 Town Center, Suite 1800  
Southfield, MI 48075

Office of the United States Trustee  
Attn: Benjamin A. Hackman  
844 King Stret, Suite 2207  
Wilmington, DE 19801

Morris James LLP  
Attn: Eric J. Monzo  
Brya M. Keilson  
500 Delaware Avenue, Suite 1500  
Wilmington, DE 19801

Brown Rudnick LLP  
Attn: Robert J. Stark  
Bennett S. Silverberg  
7 Times Square  
New York, NY 10036

Brown Rudnick LLP  
Attn: Matthew A. Sawyer  
One Financial Center  
Boston, MA 02111

/s/ Michael A. VanNiel

Michael A. VanNiel